

Terms of Reference “ToR” for Consultant to Provide Environmental, Health and Safety Advice and Support

1 Introduction

1.1 InfraCo Africa

InfraCo Africa Ltd. (IA - www.infracoafrica.com) is part of the Private Infrastructure Development Group (PIDG - www.pidg.org) a publicly funded organisation which helps finance infrastructure in frontier markets, to promote economic development and combat poverty. IA’s mandate is to mobilise investment by providing risk capital to early-stage infrastructure projects in sub-Saharan Africa. IA prioritises those projects in Least Developed Countries (LDCs), Other Low Income Countries (OLICs) or fragile states and in the water, power and transport sectors.

IA has a team of 12 staff based in central London, with satellite offices in Nairobi (4 staff) and Dakar (2 staff). IA undertakes project development of infrastructure projects in Sub-Saharan Africa from the earliest stages either using a sub-contracted developer team or in a joint venture with an experienced developer team. IA aims to exit its projects for a profit at financial close or after commercial operation so that funds can be recycled into other projects. The typical project life cycle is illustrated in Figure 1. The Project Review Committee (PRC) of IA is the Board sub-committee responsible for reviewing and approving potential investments as well as ongoing development and operational activities. IA prefers to exit projects as soon as there is private sector interest, thus Stage 6 Exit can occur after Stage 4 Financial Close.

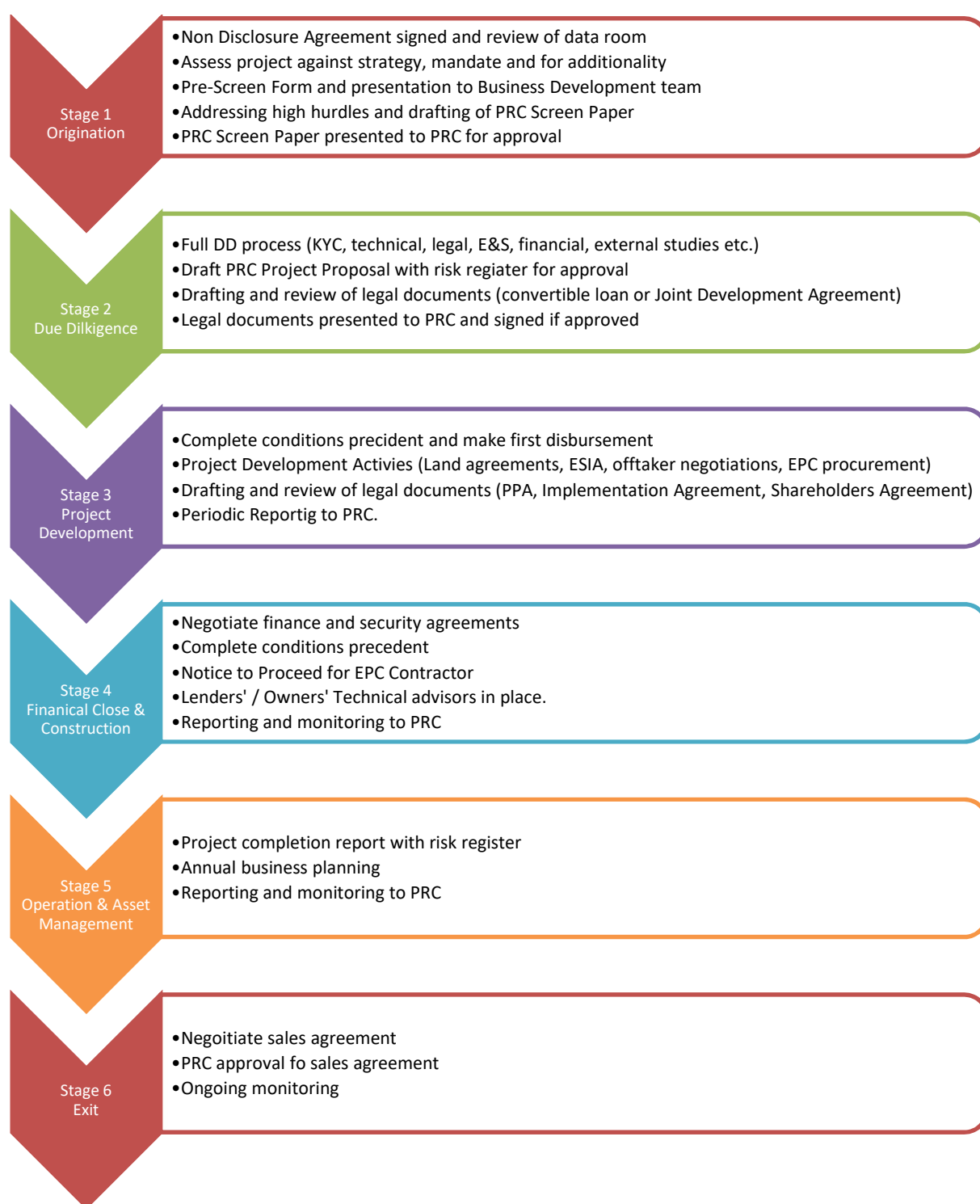
Other than for very early stage development, IA along with other investors, set up a project company for each project which is governed by a shareholder agreement (SHA). Each project company will be responsible for drafting the Environmental, Health and Safety (EH&S) requirements for construction, operation, consulting and other contracts, subject to IA requirements specified in the SHA and monitored through an appointed director on the Board.

1.2 Environmental, Health and Safety Requirements

IA aims to be pioneering and to demonstrate exemplary corporate governance. Thus, in the UK IA aims to achieve good industry practice for our Health and Safety (H&S) policy, procedures and practice and aim to achieve the same in our overseas offices (subject to local law). Currently IA employs Control Risks / International SOS to provide security and health briefings for travellers and security assessments for overseas accommodation and offices.

In addition, IA must comply with its own Operating Policies and Procedures (OPP) and those of its parent organisation, PIDG. These require IA and each sub-contracted developer to follow and apply, as a minimum, the PIDG Environmental and Social Policy and Procedures, which are the IFC Performance Standards (PS) to all investments. Thus, for all projects IA must apply the IFC PS from inception, through to financial close and commercial operation.

Figure 1 Project Life Cycle



1.3 PIDG Review

PIDG has employed Europa Energy to carry out an assessment of how IFC PS 2 is implemented across all of its facilities and provide guidance on creating a template set of policies and procedures for implementing IFC PS2 across all facilities. Having issued an initial inception report Europa Energy are now planning on developing a template for a health and safety management system which can be used as a basic structure on which environmental and other compliance requirements can be added which will be used by all the PIDG facilities.

2 Consultant Requirements

IA wishes to employ an EH&S consultant to review existing policies and procedures and risk assessments in order to draft policies and procedures, risk assessments that are fit for purpose. In order to allow firm pricing and comparison of offers, please assume that these will be drafted from scratch. In addition, IA requires advice in the following three areas:

- i. Managing IA employees living, working and travelling in sub-Saharan Africa (not detailed security and health risk assessment which is provided by Control Risks / International SOS);
- ii. The development and application of EH&S policies and IFC PS to projects being undertaken by IA.; and
- iii. Ad hoc support commenting on Europa Energy reports.

The following information will be made available for the study:

- PIDG and IA OPP;
- Existing H&S policy and procedures;
- Existing risk assessments;
- Europa Energy terms of reference, inception report, ID table of comments and responses;
- H&S documentation and reporting for projects where there has been recent construction activity: Corbetti (Ethiopia), Kalangala Infrastructure Services (Uganda) and Redavia (Tanzania) - see websites for more information on these projects.

IA is able to use consultant's standard terms and conditions. However, we are donor funded and have strict anti-bribery and corruption requirements. Therefore, our consultants are required to include in the contract compliance with the operating policies and procedures (as applicable to the scope of work and services of a consultant) of our parent organisation the Private Infrastructure Development Group (PIDG) which can be found at:

<http://www.pidg.org/resource-library/operating-policies-and-procedures>

Please provide separate prices for each of scope items 3.1 to 3.4

3 Scope of Work

3.1 Kick Off

An initial meeting is proposed to review the scope and information provided:

1. Kick off meeting / conference call
2. IA to provide documentation listed in section 2;
3. Consultant to review documentation
4. Meeting or call to clarify or ask questions about documentation and request additional information.

3.2 Internal Policies and Procedures

The following activities are required:

- Review IA exiting policies and procedures.
- Review organisational structure and reporting
- Review activities undertaken by staff
- Advise on H&S Policy and draft a new policy
- Advise on H&S Procedures and draft new procedures
- Advise on generic risk assessments and draft new generic risk assessments

3.3 Framework for Development Projects

The following activities are required:

- Review IA project life cycle (see Figure 1)
- Advise how IFC Performance Standards should be applied at each stage
- Advise how H&S requirements should be applied at each stage
- Advise how H&S requirements should be applied with developers through convertible loan agreements, joint development agreements and shareholder agreements
- Advise how H&S requirements should be applied to consultants, contractors and EPC contractors

3.4 Europa Energy Support

The consultant will provide ad-hoc support as required on an hourly fee basis. The ad-hoc support may include:

- attending meetings or workshops with Europa Energy in London; and
- review and advise on comments from the IA on Europa Energy reports.

4 Overall coordination

The overall coordination for this assignment lies with Tim Jackson (TJackson@infracoafrica.com, T: +442035975410).

5 Schedule

- Proposals shall be submitted within two weeks
- A kick off meeting should be held within a week of contract signature
- Notes of meeting shall be provided within a week
- The draft report reviewing existing EH&S documentation should be submitted four to six weeks after the kick off meeting
- A meeting shall be held to discuss the draft report
- The final report should be submitted two weeks after the receipt of consolidated comments
- Draft procedures and risk assessments two to four weeks after the final report
- Final procedures and risk assessments two weeks after the receipt of consolidated comments

6 Deliverables

- Notes of meetings
- Draft and final H&S review report
- Draft and final procedures